

TUPPERWARE BRANDS CORP

Form 4

July 30, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
POTESHMAN MICHAEL S

2. Issuer Name **and** Ticker or Trading
Symbol
TUPPERWARE BRANDS CORP
[TUP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

TUPPERWARE BRANDS
CORP, PO BOX 2353

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/29/2008

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President & CFO

ORLANDO, FL 32802-2353

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/29/2008		M		15,000	A	\$ 19.2	38,284	D
Common Stock	07/29/2008		S ⁽¹⁾		300	D	\$ 39.65	37,984	D
Common Stock	07/29/2008		S ⁽¹⁾		1,026	D	\$ 39.67	36,958	D
Common Stock	07/29/2008		S ⁽¹⁾		574	D	\$ 39.68	36,384	D
Common Stock	07/29/2008		S ⁽¹⁾		975	D	\$ 39.69	35,409	D

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Common Stock	07/29/2008	<u>S</u> (1)	1,000	D	\$ 39.7	34,409	D	
Common Stock	07/29/2008	<u>S</u> (1)	1,425	D	\$ 39.71	32,984	D	
Common Stock	07/29/2008	<u>S</u> (1)	800	D	\$ 39.73	32,184	D	
Common Stock	07/29/2008	<u>S</u> (1)	300	D	\$ 39.74	31,884	D	
Common Stock	07/29/2008	<u>S</u> (1)	3,517	D	\$ 39.75	28,367	D	
Common Stock	07/29/2008	<u>S</u> (1)	4,600	D	\$ 39.76	23,767	D	
Common Stock	07/29/2008	<u>S</u> (1)	183	D	\$ 39.78	23,584	D	
Common Stock	07/29/2008	<u>S</u> (1)	300	D	\$ 39.79	23,284	D	
Common Stock	07/29/2008	<u>J</u> (2)	52	A	\$ 0	3,290	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 19.2	07/29/2008		M		15,000		11/13/2000	11/11/2008	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

POTESHMAN MICHAEL S
TUPPERWARE BRANDS CORP
PO BOX 2353
ORLANDO, FL 32802-2353

Executive Vice President & CFO

Signatures

Susan R. Coumes,
Attorney-in-fact

07/30/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares sold pursuant to cashless exercise of stock option.
- (2) Additional shares acquired in company's 401k plan since the prior filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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